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August 7, 2002

New Recordation No.

RECORDATION NO. 24061 FILED

AUG 7 '02 1:34 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

On behalf of Fifth Third Bank, Chicago I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease") as of August 7, 2002.

The parties to the enclosed Lease are:

Fifth Third Bank, Chicago - LESSOR
38 Fountain Square Plaza
Cincinnati, OH 45202

Corn Products International, Inc. - LESSEE
6500 South Archer Avenue
Bedford Park, IL 60501

The said Lease, among other things, acts to lease eighty-five (85) tank cars to the Lessee by the Lessor and should be recorded under a new Recordation No.

The equipment covered by the instant Lease is identified as eighty-five (85) tank cars, CCLX numbers as listed in Exhibit A (copy attached).

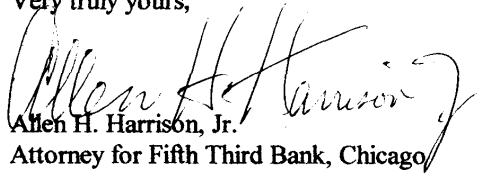
A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 85 tank cars, within the series CCLX1969-1999, 2100-2199"

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for Fifth Third Bank, Chicago,
for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8232-020

EXHIBIT A**85 Union Tank 19,900-gallon corn syrup tank cars with Identification Marks:**

CCLX 1969	CCLX 2144	CCLX 2173
CCLX 1978	CCLX 2145	CCLX 2174
CCLX 1981	CCLX 2146	CCLX 2175
CCLX 1984	CCLX 2147	CCLX 2176
CCLX 1986	CCLX 2148	CCLX 2177
CCLX 1988	CCLX 2149	CCLX 2178
CCLX 1990	CCLX 2150	CCLX 2179
CCLX 1992	CCLX 2151	CCLX 2180
CCLX 1997	CCLX 2152	CCLX 2181
CCLX 1998	CCLX 2153	CCLX 2182
CCLX 1999	CCLX 2154	CCLX 2183
CCLX 2100	CCLX 2155	CCLX 2184
CCLX 2110	CCLX 2156	CCLX 2185
CCLX 2113	CCLX 2157	CCLX 2186
CCLX 2119	CCLX 2158	CCLX 2187
CCLX 2122	CCLX 2159	CCLX 2188
CCLX 2123	CCLX 2160	CCLX 2189
CCLX 2125	CCLX 2161	CCLX 2190
CCLX 2133	CCLX 2162	CCLX 2191
CCLX 2134	CCLX 2163	CCLX 2192
CCLX 2135	CCLX 2164	CCLX 2193
CCLX 2136	CCLX 2165	CCLX 2194
CCLX 2137	CCLX 2166	CCLX 2195
CCLX 2138	CCLX 2167	CCLX 2196
CCLX 2139	CCLX 2168	CCLX 2197
CCLX 2140	CCLX 2169	CCLX 2198
CCLX 2141	CCLX 2170	CCLX 2199
CCLX 2142	CCLX 2171	
CCLX 2143	CCLX 2172	

RECORDATION NO. 34061 FILED

AUG 7 '02 1-34 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease ("Memorandum") is made and entered into as of August 7, 2002, by and between FIFTH THIRD BANK, CHICAGO, a Michigan corporation, as Lessor ("Lessor") and CORN PRODUCTS INTERNATIONAL, INC., a Delaware corporation, as Lessee ("Lessee").

WITNESSETH

1. Lessor has purchased all right, title and interest in and to certain railroad equipment bearing reporting marks as listed on Exhibit A hereto ("Equipment") from Lessee and has entered into that certain Master Lease Agreement dated as of June 13, 2002 ("Lease Agreement") and Rental Schedule - 002 dated August 7, 2002 ("Schedule"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the Equipment, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.

3. This Memorandum may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSEE:

CORN PRODUCTS INTERNATIONAL, INC., a Delaware corporation

By: Kimberly A. Hunter

Title: Director, ~~Treasurer~~ International Finance

State of ILLINOIS)
County of COOK) ss

The foregoing instrument was acknowledged before me this 2nd day of August, 2002 by Kimberly A. Hunter, the Director of International Finance of Corn Products International, Inc., a Delaware corporation, on behalf of the said corporation.

Joyce M. Snyder
Notary Public
Cook County,
My Commission Expires: 10-11-04

CORN PRODUCTS INTERNATIONAL, INC., a Delaware corporation

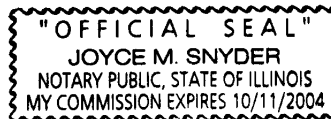
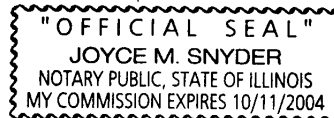
By: Cheryl K. Beebe

Title: Vice President + Treasurer

State of ILLINOIS)
County of COOK) ss

The foregoing instrument was acknowledged before me this 2nd day of August, 2002 by Cheryl K. Beebe, the Vice President and Treasurer of Corn Products International, Inc., a Delaware corporation, on behalf of the said corporation.

Joyce M. Snyder
Notary Public
Cook County,
My Commission Expires: 10-11-04



LESSOR:

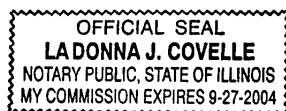
FIFTH THIRD BANK, CHICAGO, a Michigan corporation

By: _____

Title: _____

State of ILLINOIS)
County of COOK) ss

The foregoing instrument was acknowledged before me this 2nd day of August, 2002 by Jennifer Larson, a Vice President of Fifth Third Bank, Chicago, a Michigan corporation, on behalf of the said corporation.



Ladonna J. Covelle
Notary Public
Cook County,
My Commission Expires: 9/27/04

EXHIBIT A**85 Union Tank 19,900-gallon corn syrup tank cars with Identification Marks:**

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